

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.,

Debtors.

)
) **Chapter 11**
) **Case No. 01-1139 (JKF)**
) **(Jointly Administered)**
)
) **Related Dkt. Nos. 12022, 12379, 12896, 13019,**
) **13421, 13509, 15690, 18883, 19223, 19526, 19608,**
) **19808, 20699, 25435, 26218**
)

**FOURTEENTH SUPPLEMENTAL DECLARATION UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF
APPLICATION FOR AN ORDER AUTHORIZING RETENTION
AND EMPLOYMENT OF ORRICK, HERRINGTON & SUTCLIFFE LLP AS
BANKRUPTCY COUNSEL TO DAVID T. AUSTERN AS
ASBESTOS PI FUTURE CLAIMANTS' REPRESENTATIVE**

I, Roger Frankel, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at 1152 15th Street, N.W., Washington, D.C. 20005. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Fourteenth Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Asbestos PI Future Claimants' Representative appointed by the Court in the above-captioned cases (the "PI FCR"), pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel (the "Application") (Dkt. No. 12022). Supplemental declarations were

submitted in support of the Application on August 1, 2006 (Dkt. No. 12896), August 21, 2006 (Dkt. No. 13019), October 18, 2006 (Dkt. No. 13421), October 27, 2006 (Dkt. No. 13509), May 18, 2007 (Dkt. No. 15690), June 9, 2008 (Dkt. No. 18883), August 4, 2008 (Dkt. No. 19223), September 11, 2008 (Dkt. No. 19526), September 25, 2008 (Dkt. No. 19608), October 20, 2008 (Dkt. No. 19808), February 9, 2009 (Dkt. No. 20699), September 21, 2010 (Dkt. No. 25435) and February 9, 2011 (Dkt. No. 26218).

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

4. I make this Fourteenth Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

5. Anchorage Advisors LLC ("Anchorage") appears in these cases as a bank debt holder; Orrick currently represents Anchorage (or its affiliates) in matters unrelated to the Debtors and these chapter 11 cases.

6. Merrill Lynch Investment Solutions ("Merrill") also appears in these cases as a bank debt holder; Orrick currently represents affiliates of Merrill in matters unrelated to the Debtors and these chapter 11 cases.

* * * * *

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

/S/ ROGER FRANKEL
Roger Frankel

Executed on March 1, 2011